

TITLE:	Resignation and or Removal of a Board Member		
Manual/Policy #:	V-B-9	Division:	CPDMH
Original Issue:	January 2021	Issued by:	Board Secretary Board Chair
Previous Date Reviewed:		Approved by:	Board of Directors
Last Date Reviewed:	January 2021	Cross References:	Policy # V-B-7 Criminal Reference Checks

1. POLICY STATEMENT:

The Board is responsible for ensuring the quality and effectiveness of its individual Directors in order to fulfill its roles and responsibilities.

2. SCOPE:

This policy applies to all Directors, including ex-officio and Honourary Directors established by the Board or the by-laws.

3. GUIDING PRINCIPLES: N/A

4. DEFINITIONS: N/A

5. PROCEDURE:

5.1 Resignation of a Director

A Director may resign his/her office by delivering a written resignation to the Secretary of the Corporation. The resignation will be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later.

Resignations shall be brought forward to the Board of Directors for receipt.

5.2 Removal of a Director

In accordance with Corporate By-laws Article 4.08, the office of a Director may be vacated by a simple majority Board resolution passed in accordance with this policy. Reasons for removing a Director may relate to any of the following:

- a) failure to fulfill the fiduciary duties of a Director of the Corporation;
- b) failure to comply with the attendance policy for Board meetings;
- c) inappropriate or lack of participation and contribution to effective discussion and Board decision making;
- d) illegal, unethical or inappropriate activities, which may damage the Corporation's reputation.

- e) failure to comply with the with the Public Hospitals Act, the Corporation's letters patent, by-laws, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

The Governance Committee is responsible for recommending the removal of a Director to the Board based on the foregoing reasons. Prior to making a recommendation to the Board, the Governance Committee will follow the following procedures:

- a) Legal advice will be sought, if needed
- b) The Director in question will be treated fairly and with respect.
- c) The Director will be meet with the Board Chair and one other Committee member to discuss the performance issue identified by the Board
- d) The Director will be given opportunity to address the issue with a performance improvement plan with timelines, if appropriate (for example, attendance can improve, conflict of interest can be examined and questions of conduct can be reviewed)
- e) The Board Chair shall ensure that the discussion is documented with agreed upon corrective action, and signed by the Director in question.
- f) Should the behaviour or performance not improve, notice will be provided to the Director in writing of the intent to move forward with a recommendation to remove the Director and notice of the applicable reason(s) for removal. The Director will also be offered the opportunity to resign from the Board with grace.
- g) If the Director chooses not to resign, the Board Chair will provide an In-Camera report to the Governance Committee outlining the steps taken to correct the concerns and the recommendation to the Board for removal.
- h) The Director will be provided the opportunity to address the Board in-person at the meeting where the recommendation is being considered
- i) The Director will then be excused from the meeting to allow the Board to deliberate and vote
- j) Should the majority vote in favour, the Director will be removed from the Board immediately
- k) The Director will be clearly notified of the final consideration and action of the Board.

In situations deemed egregious by the Governance Committee, a recommendation will be made to the Board for the immediate removal of a Director. The Director will be provided with notice of the Board's decision and applicable reason(s),

5.3 Automatic Vacancy

In accordance with the Corporate Bylaws, the office of a Director will automatically be vacated:

- a) If the elected Director becomes bankrupt
- b) If the elected Director is found to be a mentally incompetent person or becomes of unsound mind;
- c) If at a special meeting of the Corporate Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members, removing an elected Director before the expiration of the elected Director's term of office,
- d) If the elected Director's term expires; or
- e) If the elected Director dies.

Identification of a criminal conviction will not be automatic grounds for dismissal from the Board.

5.4 Post-Service

Upon retirement, resignation, vacation or removal from the Board, a Director (or the Director's Executor) must:

- a) securely destroy or return all confidential material relating to the Corporation;
- b) return any manuals or other material (e.g. letterhead, business cards, access cards etc.) that may be re-used by another Director; and
- c) return any equipment owned by the Corporation in the possession of the Director.

The Board Secretary will be responsible for ensuring that all such equipment and materials are returned or securely destroyed.

6. REFERENCES:

Trillium Health Services Policy V-B-11 Resignation and or Removal of a Director
Bluewater Health Policy E-20 Removal of a Director
Muskoka Algonquin Healthcare Policy Resignation and or Removal of a Director

7. APPENDICES: N/A

Evaluation

This policy will be reviewed every two years.